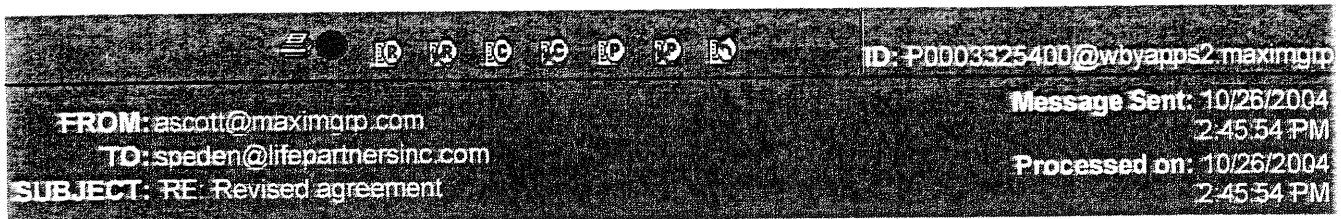


EXHIBIT 2



scott, looks fine, will call shortly...i think the fee confusion on the banking letter behalf was for an equity deal and not a fund...

-----Original Message-----

From: Scott Peden [mailto:speden@lifepartnersinc.com]
Sent: Tuesday, October 26, 2004 2:06 PM
To: Andrew Scott
Cc: Brian D. Pardo
Subject: Revised agreement

Dear Andrew:

I have revised the proposed agreement to reflect the compensation terms which you and Brian discussed as well as to add clarity to the "financing" and "transaction" terms and to allow permissive jurisdiction without either purposefully availing themselves of the other state's jurisdiction generally.

Please review and advise if you have any questions.

<<Maxim Grp.doc>>

R. Scott Peden
President

